

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>USA Compression Holdings, LLC</u> (Last) (First) (Middle) 712 FIFTH AVENUE, 51ST FLOOR (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USA Compression Partners, LP [USAC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	05/27/2014		S		729,630	D	\$25.59	4,228,495	D ⁽¹⁾⁽²⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
USA Compression Holdings, LLC
 (Last) (First) (Middle)
 712 FIFTH AVENUE, 51ST FLOOR
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
USA Compression GP, LLC
 (Last) (First) (Middle)
 712 FIFTH AVENUE, 51ST FLOOR
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
R/C IV USACP Holdings, L.P.
 (Last) (First) (Middle)
 712 FIFTH AVENUE, 51ST FLOOR
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Riverstone/Carlyle Energy Partners IV, L.P.		
(Last)	(First)	(Middle)
712 FIFTH AVENUE, 51ST FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
R/C Energy GP IV, LLC		
(Last)	(First)	(Middle)
712 FIFTH AVENUE, 51ST FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 4 is filed jointly by USA Compression Holdings, LLC ("USAC Holdings"), USA Compression GP, LLC, R/C IV USACP Holdings, L.P. ("R/C IV"), Riverstone/Carlyle Energy Partners IV, L.P., the general partner of R/C IV ("R/C EP IV"), and R/C Energy GP IV, LLC, the general partner of R/C EP IV.
2. R/C IV owns 97.6% of the limited liability company interests of USAC Holdings and is entitled to elect a majority of the members of the board of managers of USAC Holdings. Accordingly, R/C IV may be deemed to indirectly beneficially own the common units owned by USAC Holdings, but disclaims beneficial ownership except to the extent of its pecuniary interest therein.

Remarks:

Each of the reporting persons may be deemed a "director by deputization" of USA Compression Partners, LP (the "Issuer") by virtue of the fact that all of the directors of the general partner of the Issuer are designated by USAC Holdings.

/s/ Lauren E. Dean, Assistant Secretary and Assistant General Counsel, USA Compression Holdings, LLC	05/28/2014
/s/ Lauren E. Dean, Assistant Secretary and Assistant General Counsel, USA Compression GP, LLC	05/28/2014
/s/ Thomas J. Walker, R/C Energy GP IV, LLC, in its individ. capacity and in its capacity as general partner of Riverstone/Carlyle Energy Partners IV, L.P., in its individual capacity and in its capacity as general partner of R/C IV USACP Holdings, L.P.	05/28/2014
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.